

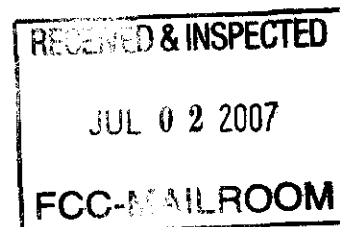
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CRUTCHFIELD
CORPORATION

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June 29, 2007

Marlene H. Dortch, Secretary
Federal Communications Commission
445 12th Street, SW
Washington DC 20554



**Re: Application for Authority to Transfer Control of XM Radio Inc.
and Sirius Satellite Radio Inc., MB Docket No. 07-57**

Dear Ms. Dortch:

Crutchfield Corporation (Crutchfield), by this letter, adds its name to the long list of supporters of the proposed merger of Sirius Satellite Radio Inc. (Sirius) and XM Radio Inc. (XM).

Crutchfield, which celebrates its 33rd anniversary in 2007, is one of nation's most respected retailers of consumer electronics products. Since its introduction in 1974, the Crutchfield catalog has been a respected authority on car and home entertainment products, winning multiple awards for quality, design, and usefulness. Since its launch in 1995, the Crutchfield website has been equally as acclaimed.

Based on our longstanding expertise in both the home and car audio entertainment business, we strongly believe that this merger will be beneficial to consumers. In fact, we believe that it is critical for the continued growth of this medium. In our view, without the economies provided by a merger, these two companies may not be able to generate the necessary financial return to maintain the excellence of their services.

Since Sirius and XM launched their satellite services, many more listening options have become available to the consumer. Most notably, the iPod/MP3 revolution has given people access to their vast libraries of music in their homes and cars. HD Radio will soon be a huge market force. As terrestrial radio stations convert to this

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digital format, they will be able to offer listeners a much wider choice of listening options. Also, Internet radio is becoming increasingly popular. In other words, a merged Sirius/XM will not have the market power which it would have had just a few years ago. The "playing field" has changed dramatically since these services were launched.

In this plentiful environment, satellite radio remains a small player. Instead of blocking this merger out of unrealistic concerns that a merged Sirius/XM somehow will be able to dominate its market, regulators should move quickly to permit these two emerging companies to combine their operations. By so doing, they will be ensuring that satellite radio will have the resources to survive and continue developing innovative products and services in an intensely competitive environment. Obviously, that will be a big benefit for our society.

Respectfully submitted,

A handwritten signature in black ink, appearing to read 'W. Crutchfield, Jr.', with a stylized, flowing script.

William G. Crutchfield, Jr.
Founder and CEO